(၂)

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်
ခွင့်ပြုမိန့်

(Stamp: ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော် မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင် — စာအမှတ် ၆၈၉-၁, ရက်စွဲ ၂၂-၁-၂၀၁၄)

ခွင့်ပြုမိန့်အမှတ် ၆၆၃ / ၂၀၁၄ — ၂၀၁၄ ခုနှစ်၊ ဇန်နဝါရီလ ၂၂ ရက်

ပြည်ထောင်စု သမ္မတ မြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ ၁၃ ပုဒ်မခွဲ(ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည်-

(က) ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူ၏အမည် MR. LUO RONG

(ခ) နိုင်ငံသား CHINESE

(ဂ) နေရပ်လိပ်စာ A-18/C, GUIHU QUARTER, SICHUAN PROVINCE, CHENGDU CITY, PEOPLE'S REPUBLIC OF CHINA

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ SICHUAN HENGLU INDUSTRIAL CO., LTD., ROOM 718, TIANHUA BUILDING, NO.15, THREE SEGMENTS OF THE SECOND RING ROAD, SOUTH WUHOU DISTRICT, CHENGDU

(င) ဖွဲ့စည်းရာအရပ် PEOPLE'S REPUBLIC OF CHINA

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား ခဲသတ္တုသန့်စင်အကြီးစား ထုတ်လုပ်မှု လုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) ဘော်ဆိုင်းဒေသ၊ ကလောမြို့နယ်၊ ရှမ်းပြည်နယ်

(ဇ) နိုင်ငံခြားမတည်ငွေရင်း ပမာဏ အမေရိကန်ဒေါ်လာ ၂၈.၁၂ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ကော်မရှင်ခွင့်ပြုမိန့် ရရှိပြီး (၂) နှစ် အတွင်း

(ည) စုစုပေါင်း မတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၂၈.၆၉ သန်း နှင့် ညီမျှသော မြန်မာကျပ်ငွေ (အမေရိကန်ဒေါ်လာ ၂၈. ၁၂ သန်း အပါအဝင်)

(ဋ) တည်ဆောက်မှုကာလ ၂၄ လ

(ဌ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း ၁၅ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ ဖက်စပ် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည် GPS JOINT VENTURE COMPANY LIMITED

(signature)

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

Form (2)

Sr No. 689-B
Dated 22.1.2014

THE REPUBLIC OF THE UNION OF MYANMAR
The Myanmar Investment Commission
PERMIT

Permit No. 663 / 2014

Date 22, JANUARY 2014

The Myanmar Investment Commission issues this Permit under Section 13 (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter MR. LUO RONG

(b) Citizenship CHINESE

(c) Address A-18/C, GUIHU QUARTER, SICHUAN PROVINCE, CHENGDU CITY, PEOPLE'S REPUBLIC OF CHINA

(d) Name and Address of principal organization SICHUAN HENGLU INDUSTRIAL CO., LTD., ROOM 718, TIANHUA BUILDING, NO.15, THREE SEGMENTS OF THE SECOND RING ROAD, SOUTH WUHOU DISTRICT, CHENGDU

(e) Place of incorporation PEOPLE'S REPUBLIC OF CHINA

(f) Type of business in which investment is to be made PRODUCTION OF LEAD CONCENTRATE

(g) Place(s) at which investment is permitted BAWSAING REGION, KALAW TOWNSHIP, SHAN STATE

(h) Amount of foreign capital US$ 28.12 MILLION

(I) Period for bringing in foreign capital WITHIN TWO YEARS FROM THE DATE OF ISSUANCE OF MIC PERMIT

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 28.69 MILLION (INCLUDING US$ 28.12 MILLION)

(k) Construction Period 24 MONTHS

(l) Permitted duration of investment 15 YEARS

(m) Form of investment JOINT VENTURE

(n) Name of Company incorporated in Myanmar GPS JOINT VENTURE COMPANY LIMITED

Winshein

Chairman

The Myanmar Investment Commission

THE REPUBLIC OF THE UNION OF MYANMAR

MYANMAR INVESTMENT COMMISSION

Building No.(32), Nay Pyi Taw

Our ref : DICA-6(A)/FI-726/2014(689 - B) Tel: 067- 406334, 406075

Date : 22 January 2014 Fax: 067-406333

Subject : Decision of the Myanmar Investment Commission on the Proposal for "Production of Lead Concentrate" under the name of "GPS Joint Venture Company Limited"

Reference: Ministry of Mines Letter No. 17 branch (1) 13 (11878) dated (30.12.2013)

1. The Myanmar Investment Commission, at its meeting (1/2014) held on(8-1-2014) had approved the proposal for investment in "Production of Lead Concentrate" at Bawsaing Region, Kalaw Township, Shan State under the name of "GPS Joint Venture Company Limited" submitted by Sichuan Henglu Industrial Company Limited (98%) from the People's Republic of China and Good Plus Star Mining Company Limited (2%) from the Republic of the Union of Myanmar as a joint venture foreign investment.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Republic of the Union of Myanmar Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be initial 15 (Fifteen) years and extendable for additional 5 years period with the approval of Ministry of Mines and Myanmar Investment Commission.

4. GPS Joint Venture Company Limited shall take local community's desires and in close cooperation with regional government in carrying out the business. In addition, GPS Joint Venture GPS Joint Venture Company Limited shall take preventive measures not to disturb and damage to the planned agricultural projects and irrigation projects undertaken by the Ministry of Agriculture and Irrigation within the project area. GPS Joint Venture Company Limited shall also pay

appropriate compensation or remedy for any damage to property, land, cultivation or vegetation in the course of Lead Concentrate production operation.

5. GPS Joint Venture Company Limited shall pay a sum of US$ 200,000 (United States Dollar two hundred thousand only) or equivalent amount of Euro to No (1) Mining Enterprise through the Myanma Foreign Trade Bank as the non-refundable payment for rights granted within one month after signing the Production Sharing Contract for Lead Concentrate between No (1) Mining Enterprise and GPS Joint Venture Company Limited.

6. GPS Joint Venture Company Limited shall provide Performance Bank Guarantee to the amount of US$ 200,000 (United States Dollar two hundred thousand only) or equivalent amount of Euro within 30 (thirty) days after the effective date in favour of No (1) Mining Enterprise.

7. GPS Joint Venture Company Limited shall pay Dead Rent at the amount in equivalent of United States Dollar or Euro specified in terms of Kyat per square kilometre per annum to Department of Mines for each financial year in two equal instalments, each payable within 30 (thirty) days after 1 st April and 1st October respectively and payable as follows:

Period	**Rate of Dead Rent**
Development	
- First year	- 2,100,000 Kyat
- Second year	- 2,400,000 Kyat
Production	3,000,000 Kyat

8. GPS Joint Venture Company Limited shall procure royalty which is 4% (four percent) of the 100% (one hundred percent) sales value of Lead Concentrate produced and it is to be payable by United States Dollar or Euro to the Department of Mines in monthly. Royalty shall be payable in kind or in cash in the option of No(1) Mining Enterprise.

9. Production Sharing Ratio between No (1) Mining Enterprise (ME-1) and GPS Joint Venture Company Limited (GPS-JV) from the remaining amount of

production after deduction of royalty shall be as follows:-

Refined Lead LME Price (US$/Ton)	**ME-1**	**GPS- JV**
3000 and lower than 3000	13.50 %	86.50 %
within 3001 to 4000	20%	80%
4001 and above	28%	72%

10. GPS Joint Venture Company Limited shall have to allocate 2 % (two percent) of the annual net profit from the business for the Corporate Social Responsibility (CSR) activities along with the commercial production operation. GPS Joint Venture Company Limited shall have to submit the Mine Closure Plan to the Ministry of Mines for approval before the operation period and shall have to provide the amount of US$ 100,000 (United States Dollar one hundred thousand only) annually.

11. In issuing this "Permit," the Commission has granted, the following, exemptions as per section 27(a), (h) ,(i) and (k) of the Republic of the Union of Myanmar Foreign Investment Law. Other exemptions and reliefs under section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement of commercial operation;

(b) As per section 27(h), exemption or relief from customs duty or other internal taxes or both on machinery, equipment, instruments, machinery components, spare parts and materials used in the business which are imported as they are actually required for used during the period of construction of business;

(c) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(d) As per section 27(k), exemption or relief from commercial tax on the goods produced for export;

12. GPS Joint Venture Company Limited shall have to obtain permit from Ministry of Mines. GPS Joint Venture Company Limited shall have to sign the Production Sharing Contract for Production of Lead Concentrate at Bawsaing Region, Kalaw Township, Shan State with No (1) Mining Enterprise and shall have to abide the terms and conditions stated in the Contract. Good Plus Star Mining Company Limited shall have to sign joint venture agreement with Sichuan Henglu Industrial Company Limited. After signing such agreements, 5 copies shall have to be forwarded to the Commission.

13. GPS Joint Venture Company Limited shall abide by the Myanma Mines Law, Myanma Mines Rules, regulations , procedures of the Ministry Mines. GPS Joint Venture Company Limited shall have to submit the copy of Land Lease Agreement for construction of lead concentrate plant after signing with lessor to the Commission.

14. GPS Joint Venture Company Limited in consultation with the Department of Company Registration, Directorate of Investment and Company Administration, shall have to be registered. After registration, 5 copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

15. GPS Joint Venture Company Limited shall use its best efforts for timely of realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall be become null and void.

16. The commercial operation date of the business shall be reported to the Commission.

17. GPS Joint Venture Company Limited has to abide by Chapter X, Rule 58 of the Foreign Investment Rules for construction period.

18. As per Chapter X, Rule 63 of the Foreign Investment Rules, if the GPS Joint Venture Company Limited cannot construct completely in time during the construction period or extension period, the Commission will have to terminate the permit issued to the investor and there is no refund for the expenses of the project.

19. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal in accordance with Chapter XI,

section 24 and section 25 of the Republic of the Union of Myanmar Foreign Investment Law and GPS Joint Venture Company Limited has to follow the existing Labour Laws for the recruitment of staff and labour for training in accordance with Chapter XIII, Rule 84 of the Foreign Investment Rules.

20. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Republic of the Union of Myanmar Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rule 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under section 2(i) of the said Law, other than foreign currency.

21. GPS Joint Venture Company Limited brings in foreign capital defined under section 2(i) of the said Law, other than foreign currency in the manner stated in paragraph 20(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

22. GPS Joint Venture Company Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for transfer of local currency generated from the business to the local currency account opened at the bank by a citizen or a citizen-owned business in the State and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

23. GPS Joint Venture Company Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost over run, over and above the investment amount pledged in both local and foreign.

24. GPS Joint Venture Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct and report the Environmental Impact Assessment (EIA), Social Impact Assessment (SIA) and Health Impact Assessment (HIA), to submit the Environmental Management Plan (EMP) which includes funds for environmental activities and plan to be carried out the business by using the model technologies for preventing the environmental and social impacts and to perform in accordance with this EMP. Moreover, GPS Joint Venture Company Limited needs to consult with local community for better understanding and to seek the suggestions from locals in carrying out the business. GPS Joint Venture Company Limited shall be responsible to abide by the Environmental Conservation Law, rules, regulations and procedures under the Ministry of Environmental Conservation and Forestry.

25. After getting permit from Myanmar Investment Commission , GPS Joint Venture Company Limited shall have to be registered at the Directorate of Industrial Supervision and Inspection.

26. GPS Joint Venture Company Limited shall have to abide by the Fire Services Department's rules, regulations, directives and instructions.

27. Payment of principal and interest of the loan (if any) shall be made out of the production income of GPS Joint Venture Company Limited.

28. GPS Joint Venture Company Limited, in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII, Rule 79 and 80 of the Foreign Investment Rules.

Win Shein

(Win Shein)
Chairman

GPS Joint Venture Company Limited

cc:

1. Office of the Union Government of the Republic of the Union of Myanmar

2. Office of the Shan State Government
3. Ministry of Home Affairs
4. Ministry of Foreign Affairs
5. Ministry of Environmental Conservation and Forestry
6. Ministry of Electric Power
7. Ministry of Immigration and Population
8. Ministry of Commerce
9. Ministry of Finance
10. Ministry of Industry
11. Ministry of National Planning and Economic Development
12. Ministry of Mines
13. Ministry of Labour, Employment and Social Security
14. Director General, Immigration and National Registration Department
15. Director General, Directorate of Trade
16. Director General, Internal Revenue Department
17. Director General, Customs Department
18. Director General, Directorate of Investment and Company Administration
19. Director General, Department of Mines
20. Director General, Department of Industrial Supervision and Inspection
21. Director General, Fire Services Department
22. Director General, Directorate of Labour
23. Managing Director, No (1) Mining Enterprise
24. Managing Director, Myanma Foreign Trade Bank
25. Managing Director, Myanma Investment and Commercial Bank
26. Managing Director, Myanma Insurance
27. Managing Director, Myanma Electric Power Enterprise
28. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry(UMFCCI)